

NVB 2016 (05/2022)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

Fee Application Cover Sheet

Case No.: 23-10423-mkn Chapter: 11 Hearing Date/Time: 04/17/2024 at 9:30 a.m.Debtor: Cash Cloud, Inc. dba Coin CloudApplicant: Province, LLCDate of Employment: February 7, 2023Interim Fee Application No: 1 OR Final Fee Application _____**Amounts Requested:**Client Approval: Yes ☒ No ☐Fees: \$ 2,364,583.44Expenses: \$ 9,234.04Total: \$ 2,373,817.48Hours: 3,601.00Blended Rate: \$ 729.04Fees Previously Requested: \$ 0.00Awarded: \$ 0.00Expenses Previously Requested: \$ 0.00Awarded: \$ 0.00Total Previously Requested: \$ 0.00Awarded: \$ 0.00Total Amount Paid: \$ 985,483.62¹**Chapter 13 Cases ONLY:**Yes ☐ No ☐ Elected to accept the Chapter 13 Presumptive Fee pursuant to LR 2016.2, and filed the "Notice of Election to Accept the Presumptive Fee" on _____.Yes ☐ No ☐ Participated in the Mortgage Mediation Program: **If yes**, amount received: \$ _____

I certify under penalty of perjury that the above is true.

/s/Dan MosesDate 03/20/2024

Signature

¹ Payments received pursuant to this Court's *Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321].

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9 **UNITED STATES BANKRUPTCY COURT**
 10 **DISTRICT OF NEVADA**

11 In re

12 CASH CLOUD, INC.,
 13 dba COIN CLOUD,

14 Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**PROVINCE, LLC'S FIRST INTERIM FEE
 APPLICATION FOR COMPENSATION
 AND REIMBURSEMENT OF EXPENSES
 FOR THE INTERIM PERIOD FROM
 FEBRUARY 7, 2023 THROUGH
 DECEMBER 31, 2023**

Hearing Date: April 17, 2024

Hearing Time: 9:30 a.m.

19 Name of Applicant:	Province, LLC
20 Authorized to Provide Professional Services to:	Cash Cloud Inc., dba Coin Cloud
21 Date of Retention:	February 7, 2023
22 Period for which Compensation and Reimbursement is sought:	February 7, 2023 – December 31, 2023
23 Amount of Fees requested for approval and allowance as actual, reasonable, and necessary:	\$2,364,583.44
24 Amount of Expense Reimbursement requested for approval and allowance as actual reasonable, and necessary:	\$9,234.04
25 Total Compensation requested:	\$2,373,817.48

26 This is a(n): ☒ interim application | ☐ final application

MONTHLY FEE APPLICATION SUBMISSIONS

Date Filed	Period	Fees	Expenses	Fees Paid	Expenses Paid	Balance (Fees & Expenses)
4/28/2023 Doc 500	February 7, 2023 - March 31, 2023	\$682,138.00	\$1,786.38	\$659,110.40	\$1,786.38	\$23,027.60
5/25/2023 Doc 600	April 1, 2023 - April 30, 2023	\$403,937.00	\$1,437.24	\$323,149.60	\$1,437.24	\$80,787.40
6/29/2023 Doc 784	May 1, 2023 - May 31, 2023	\$490,889.70	\$1,376.17	\$0.00	\$0.00	\$492,265.87
7/24/2023 Doc 923	June 1, 2023 - June 30, 2023	\$423,027.00	\$1,833.65	\$0.00	\$0.00	\$424,860.65
9/8/2023 Doc 1183	July 1, 2023 - July 31, 2023	\$200,301.30	\$1,385.88	\$0.00	\$0.00	\$201,687.18
10/12/2023 Doc 1369	August 1, 2023 - August 31, 2023	\$111,976.20	\$528.79	\$0.00	\$0.00	\$112,504.99
10/27/2023 Doc 1444	September 1, 2023 - September 30, 2023	\$38,205.00	\$252.49	\$0.00	\$0.00	\$38,457.49
12/8/2023 Doc 1531	October 1, 2023 - October 31, 2023	\$92,142.00	\$245.28	\$0.00	\$0.00	\$92,387.28
1/16/2024 Doc 1573	November 1, 2023 - November 30, 2023	\$15,681.00	\$215.00	\$0.00	\$0.00	\$15,896.00
1/22/2024 Doc 1585	December 1, 2023 - December 31, 2023	\$30,738.00	\$173.16	\$0.00	\$0.00	\$30,911.16
Subtotal		\$2,489,035.20	\$9,234.04	\$982,260.00	\$3,223.62	\$1,512,785.62
Additional Discount (5%)		(\$124,451.76)				(\$124,451.76)
Grand Total		\$2,364,583.44	\$9,234.04	\$982,260.00	\$3,223.62	\$1,388,333.86

SUMMARY OF PROFESSIONALS

February 7, 2023 through December 31, 2023

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$1,320	160.6	\$211,992.00
Dan Moses	Principal – Corporate restructuring.	\$1,260	760.7	\$958,482.00
David Dachelet, Esq.	Principal and General Counsel - Corporate restructuring. Bar admission in 1998.	\$1,060	1.9	\$2,014.00
Mark Kronfeld, Esq.	Managing Director - Corporate restructuring. Trustee and fiduciary services.	\$1,020	0.8	\$816.00

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Bashaw	Tax Director - Corporate tax and accounting.	\$830	18.8	\$15,604.00
Bill McMahon	Risk Director - Risk management and business insurance.	\$740	20.9	\$15,466.00
Walter Bowser	Director - Corporate restructuring. CPA license 1990.	\$690	10.7	\$7,383.00
Mark Kemper	Director - Corporate restructuring.	\$650	15.4	\$10,010.00
Tanner James	Vice President - Finance and data analytics.	\$630	469.2	\$295,596.00
Tanner James	Senior Associate - Finance and data analytics.	\$560	1,065.9	\$596,904.00
Andrew Popescu	Associate - Business analytics.	\$525	44.8	\$23,520.00
Spencer Stires	Associate - Investment banking and corporate valuation.	\$480	976.9	\$468,912.00
Patrick Burel	Associate - Equity analyst and investment management.	\$430	22.6	\$9,718.00
Hunter Thompson	Financial Analyst	\$390	2.3	\$897.00
	Subtotal		3,571.5	\$2,617,314.00
	Blended Rate for Professionals	\$732.83		
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Mattson	Paralegal	\$270	29.5	\$7,965.00
	Subtotal		29.5	\$7,965.00
			Fee Statement Hours	Total Compensation
	Subtotal		3,601.0	\$2,625,279.00
	Blended Rate for All Billers	\$729.04		
	Voluntary Discount			(\$136,243.80)
	Subtotal		3,601.0	\$2,489,035.20
	Additional Discount (5%)			(\$124,451.76)
	Grand Total		3,601.0	\$2,364,583.44

SUMMARY OF EXPENSES

February 7, 2023 through December 31, 2023

Expense Category	Description	Total Expenses
Meals	Working meals.	\$3,344.77
Miscellaneous	Research fees.	\$5,762.20
Ground Transportation	Transportation to deposition prep in Las Vegas, NV.	\$127.07
Total Expenses		\$9,234.04

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Court’s local rules of bankruptcy practice and procedure (the “Local Rules”), the guidelines (the “Guidelines”) adopted by the Office of the United States Trustee (the “UST”), Province, LLC (“Province” or “Applicant”), as financial advisor to Cash Cloud, Inc. dba Coin Cloud (“Debtor”), debtor and debtor in possession in the above-captioned case (the “Chapter 11 Case”), by and through its counsel, Fox Rothschild LLP; hereby files this application (the “First Interim Compensation Application”) seeking entry of an order approving the allowance and authorizing Debtor’s payment of interim compensation for the full amount of fees incurred for professional services rendered to Debtor and reimbursement for expenses paid from February 7, 2023 through December 31, 2023 (the “First Interim Fee Period”) totaling \$2,373,817.48 (the “Requested Compensation”).

During the First Interim Fee Period, Province incurred \$2,364,583.44 in fees for professional services rendered and paid \$9,234.04 in actual and necessary expenses. This First Interim Compensation Application seeks an order approving, allowing and authorizing Debtor’s payment of the Requested Compensation. Pursuant to the Interim Compensation Procedures Order, Debtor was previously authorized to pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested by Applicant in the monthly fee applications filed with the Court [Docket Nos. 500, 600, 784, 923, 1183, 1369, 1444, 1531, 1573, and 1585] (the “Monthly Fee Applications”).¹ To date, Province has received a total of \$985,483.62 from the Debtor, as detailed in the chart set forth

¹ Province filed with the Court certificates that there were no objections to the Monthly Fee Applications [Docket Nos. 583, 704, 891, 1118, 1368, 1527, 1556, and 1628].

1 above. This First Interim Fee Application seeks an order approving, allowing and authorizing payment
 2 of the Requested Compensation, including the remaining twenty percent (20%) of the fees that have
 3 not yet been paid totaling \$1,388,333.86 (the “Holdback Amount”).

4 This First Interim Compensation Application is based upon the *Declaration of Dan Moses* (the
 5 “Moses Declaration”) and the *Declaration of Daniel Ayala* (the “Ayala Declaration”), filed in support
 6 hereof and concurrently herewith and incorporated for all purposes herein by this reference, all other
 7 papers and pleadings filed in the above-captioned chapter 11 case (the “Chapter 11 Case”) and upon
 8 the following representations:

9 **BACKGROUND**

- 10 1. The Debtor’s Chapter 11 Case commenced on February 7, 2023 (the “Petition Date”).
- 11 2. The Court has jurisdiction over this First Interim Compensation Application, pursuant
 12 to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
 13 Venue of Debtor’s Chapter 11 Case and this First Interim Compensation Application is proper under
 14 28 U.S.C. § 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and
 15 331 of the Bankruptcy Code.
- 16 3. Province was retained effective as of February 7, 2023 by this Court’s *Final Order*
 17 *Authorizing Retention and Employment of Province, LLC as Financial Advisor, Effective as of the*
 18 *Petition Date* [Docket No. 223] dated March 9, 2023 (the “Province Retention Order”). The Province
 19 Retention Order authorized Province to be compensated in accordance with Bankruptcy Code sections
 20 330 and 331, the Bankruptcy Rules, applicable Local Rules, and any applicable regulations and orders
 21 with respect to the foregoing that may be applicable to this Chapter 11 Case.

22 **COMPENSATION PAID AND ITS SOURCE**

- 23 4. All services for which Province requests compensation were performed for or on behalf
 24 of Debtor in furtherance of its duties under the Bankruptcy Code as debtor-in-possession.
- 25 5. During the First Interim Fee Period, Province has received payments totaling
 26 \$985,483.62. No other payments and no promises for payment have been received from any source
 27 for services rendered or yet to be rendered in any capacity whatsoever in connection with the matters
 28 covered by this First Interim Compensation Application. Further, there is no agreement or

1 understanding between Province and any other person other than the equity holders of Province for
2 the sharing of compensation to be received for services rendered in this Chapter 11 Case.

3 INVOICES

4 6. Province maintains daily time logs detailing time spent by each professional and
5 paraprofessional who rendered professional services to or on behalf of Debtor during the First Interim
6 Fee Period. These daily time logs are maintained in the ordinary course of Province's practice.
7 The Requested Compensation is based upon the customary compensation charged by comparably
8 skilled practitioners in cases other than cases under the Bankruptcy Code. This First Interim
9 Compensation Application complies with Bankruptcy Code sections 330 and 331, the Bankruptcy
10 Rules, the Local Rules, the Guidelines, and the Province Retention Order.

11 ACTUAL AND NECESSARY EXPENSES

12 7. The Invoices attached to the Moses Declaration as **Exhibit 1** contain summaries and
13 daily logs of the actual and necessary expenses paid by Province during the First Interim Fee Period.

14 8. In connection with the reimbursement of actual, reasonable and necessary expenses, it
15 is Province's policy to charge its clients in all areas of practice for expenses, other than fixed and
16 routine overhead expenses, incurred in connection with representing its clients. The expenses
17 charged to Province's clients include, among other things, telephone and telecopier toll and other
18 charges, mail and express mail charges, document word-processing charges, photocopying charges,
19 out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized
20 research, transcription costs, as well as non-ordinary overhead expenses particularly attributable to an
21 individual client or cases such as secretarial and other overtime.

22 9. Province charges Debtor's estate for these expenses at rates consistent with those
23 charged to Province's other bankruptcy clients, which rates are equal to or less than the rates charged
24 by Province to its non-bankruptcy clients, including photocopying expenses at twenty-five cents per
25 page and off-site printing services. Actual long-distance carrier charges for outgoing facsimile
26 transmissions are reflected in the long-distance telephone charges.

27 10. Province regularly charges its non-bankruptcy clients for ordinary business hour fees
28 and expenses for secretarial, library, word processing, and other staff services because such items are

not included in the firm's overhead for the purpose of setting the billing rates. Province has incurred, but has not charged Debtor's estate, expenses for word processing or secretarial overtime.

11. With respect to providers of online research (e.g., Reorg and Debtwire), Province routinely charges its clients the standard usage rates these providers charge which, due to contractual flat fees, may not always equal Province's actual cost. Nevertheless, Province has incurred, but not charged Debtor's estate, for its online legal research costs incurred in connection with this Chapter 11 Case.

12. Province believes the foregoing rates are the market rates that the majority of financial advisory firms charge their clients for such expenses.

SUMMARY OF SERVICES RENDERED

13. The primary Province professionals who rendered services to or on behalf of Debtor in this Chapter 11 Case are as follows: Paul Huygens, Dan Moses, David Dachelet, Mark Kronfeld, Eric Bashaw, Bill McMahon, Walter Bowser, Mark Kemper, Tanner James, Andrew Popescu, Spencer Stires, Patrick Burel, and Hunter Thompson.

14. Province has performed all necessary professional services described and narrated in detail in the Invoices attached as **Exhibit 1** to the Moses Declaration.

15. To provide an orderly and meaningful summary of the services rendered by Province on behalf of Debtor, Province has established the separate project billing categories in connection with this Chapter 11 Case. The following chart summarizes the project billing categories utilized and the total hours expended for each category during the Fee Period.

Project Categories	Total Hours	Total Fees
Business Analysis / Operations	2,006.2	\$1,271,207.00
Case Administration	7.8	\$5,914.00
Claims Analysis and Objections	137.4	\$85,332.00
Committee Activities	156.1	\$147,363.00
Court Filings	66.3	\$45,139.00
Court Hearings	20.9	\$22,487.00
Fee / Employment Applications	39.5	\$20,209.00
Financing Activities	121.5	\$122,899.00
Insurance	22.5	\$16,742.00
Litigation	165.6	\$135,653.00

Project Categories	Total Hours	Total Fees
Plan and Disclosure Statement	52.2	\$50,861.00
Sale Process	772.6	\$674,981.00
Tax Issues	32.4	\$26,492.00
Subtotal	3,601.0	\$2,625,279.00
Voluntary Discount		(\$136,243.80)
Subtotal	3,601.0	\$2,489,035.20
Additional Discount (5%)		(\$124,451.76)
Grand Total	3,601.0	\$2,364,583.44

SUMMARY OF SERVICES BY CATEGORY

16. Province believes that every professional employed on behalf of a debtor in a chapter 11 case has a responsibility to control fees and expenses by providing services in an efficient and effective manner. To this end, Province diligently works to coordinate and facilitate the efficient prosecution of the matters for which it is employed. Staffing of matters within this Chapter 11 Case is done with the objective of providing the level of representation appropriate to the significance, complexity, or difficulty of the particular matter. Due to the sensitive nature of bankruptcy matters, it is not always possible to delegate authority to persons with lower billing rates. However, given the nature of this Chapter 11 Case, Province has taken great care to coordinate tasks at the lowest billing rate possible and to coordinate with Debtor's other professionals to ensure there has been no duplication of effort on any task. On certain occasions, when more than one professional attended a meeting or hearing, attendance was necessary to adequately represent Debtor's interests and provide the context from which appropriate advice could be given.

17. Province reviews all client billings for reasonableness and makes adjustments so that the charges are consistent with the value of the services provided. Province charges hourly rates that are similar to those rates charged by comparable financial advisory firms for similar services. Province's blended hourly rate, including professionals and paraprofessionals during this First Interim Fee Period, was \$729.04.

18. Province and the Debtor believe that the fees and expenses sought in this First Interim Compensation Application are appropriate, and that the fees are reasonable and necessary in light of the circumstances of this Chapter 11 Case and the scope and difficulty of the business and legal issues involved.

19. The following summary is intended to highlight a number of the services rendered by Province in the separate project billing categories where Province expended a considerable number of hours on behalf of Debtor.⁷ It is not meant to be a detailed description of all of the work performed by Province during the First Interim Fee Period. Detailed descriptions of the day-to-day services provided by Province and the time expended performing such services in each project billing category are fully set forth in the Invoices attached as **Exhibit 1** to the Moses Declaration. Such detailed descriptions indicate the actual services performed and the professionals and paraprofessionals who rendered services related to each of the task codes identified.

A. Business Analysis / Operations

Fees: \$1,271,207.00 Total Hours: 2,006.2

20. Incorporated within this category is time spent by Province personnel in connection with the evaluation and analysis of certain aspects of the Debtor's business and industry of operation.

21. Specific services provided by Province during the First Interim Fee Period include, but are not limited to:

- i. Preparing, analyzing and evaluating financial information, including weekly cash flow forecasts, weekly cash flow variance reports, and longer-term financial projections;
- ii. Developing alternate budget scenarios and applying sensitivities to financial models;
- iii. Preparing various analyses related to the Debtor's operations, historical balance sheets, income statements, and cash flow statements;
- iv. Reviewing and indexing financial information and other documents provided by the Debtor's;
- v. Assisting in the preparation of financial information for distribution to the counsel, including projections and budgets, analysis of the effect of various assumptions on projected financial results, and other ad hoc analyses as requested or deemed necessary; and
- vi. Corresponding and discussing budget and other business and financial results with counsel and within internal team.

B. Case Administration**Fees: \$5,914.00****Total Hours: 7.8**

22. Incorporated within this category is time incurred by Province personnel while performing various administrative tasks that do not clearly fit into other categories.

C. Claims Analysis and Objections**Fees: \$85,332.00****Total Hours: 137.4**

23. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the preliminary analysis and estimate of potential claims, including administrative and general unsecured claims.

D. Committee Activities**Fees: \$147,363.00****Total Hours: 156.1**

24. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to preparing for, meeting with, and corresponding with the Official Committee of Unsecured Creditors of this Chapter 11 Case (the "Committee"). Province provided updates summarizing various analyses to the Committee.

E. Court Filings**Fees: \$45,139.00****Total Hours: 66.3**

25. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to preparing, reviewing, evaluating and commenting on the Debtor's motions and orders filed on the docket, including analysis of various motions and proposed orders.

F. Court Hearings**Fees: \$22,487.00****Total Hours: 20.9**

26. Incorporated within this category is time incurred by Province personnel while participating in and reviewing notes from various hearings of the Debtor.

G. Fee / Employment Applications**Fees: \$20,209.00 Total Hours: 39.5**

27. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the employment application and monthly fee statements of Province for this Chapter 11 Cases.

H. Financing Activities**Fees: \$122,899.00 Total Hours: 121.5**

28. Incorporated within this category is time incurred by Province personnel while performing various functions related to the Debtor's efforts to obtain DIP financing.

I. Insurance**Fees: \$16,742.00 Total Hours: 22.5**

29. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the Debtor's insurance coverage.

J. Litigation**Fees: \$135,653.00 Total Hours: 165.6**

30. Incorporated within this category is time incurred by Province personnel while performing various activities related to the Debtor's potential causes of action.

K. Plan and Disclosure Statement**Fees: \$50,861.00 Total Hours: 52.2**

31. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the Debtor's proposed plan and disclosure statement.

L. Sale Process**Fees: \$674,981.00 Total Hours: 772.6**

32. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the potential sale of the Debtors' assets.

1 **M. Tax Issues**

2 **Fees: \$26,492.00**

Total Hours: 32.4

3 33. Incorporated within this category is time incurred by Province personnel while
4 performing various functions directly related to the potential tax liabilities of the Debtor.

5 **VALUATION OF SERVICES**

6 34. Province has extensive experience and knowledge in the field of business
7 reorganizations under chapter 11 of the Bankruptcy Code. As such, Province is uniquely qualified to
8 represent Debtor's interests as financial advisor with respect to Debtor's business and financial affairs
9 and the potential issues that have arisen and may yet arise in this Chapter 11 Case.

10 35. Province's professionals and paraprofessionals have expended a total of 3,601.0 hours
11 rendering services to or on behalf of Debtor in connection with this Chapter 11 Case during the First
12 Interim Fee Period, as detailed in the Summary of Professionals chart set forth above. The nature of
13 the work performed by these individuals is fully set forth in the Invoices attached as **Exhibit 1** to the
14 Moses Declaration. The hourly rates charged are Province's normal hourly rates for work of this type
15 in chapter 11 cases. Thus, the reasonable value of the professional services rendered by Province to or
16 on behalf of Debtor during the First Interim Fee Period is \$2,364,583.44.

17 36. In accordance with the factors enumerated in Bankruptcy Code section 330, Province
18 and Debtor respectfully submit that the Requested Compensation is fair and reasonable given (a) the
19 complexity of this Chapter 11 Case, (b) the time expended, (c) the nature and extent of the services
20 rendered, (d) the value of such services, and (e) the costs of comparable services in a case other than
21 under this title.

22 **CONCLUSION**

23 WHEREFORE, Province respectfully requests that the Court enter an order (i) approving the
24 allowance, and authorizing Debtor's payment to Province, of the full amount of fees incurred for
25 necessary professional services rendered totaling \$2,364,583.44 and \$9,234.04 as reimbursement of
26 actual, reasonable and necessary costs and expenses paid during the First Interim Fee Period from
27 February 7, 2023 through December 31, 2023, for a total award of \$2,373,817.48 and (ii) for such
28 other and further relief as the Court may deem just and proper.

1 DATED this 20th day of March 2024.

2
3 **PROVINCE, LLC**

4 By: /s/Dan Moses

5 Dan Moses, Principal

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10 *Financial Advisor to Debtor*